



November 2, 2015

Via Federal Express

US Environmental Protection Agency
Attention: Carolyn Casey
5 Post Office Square, Suite 100
Boston, MA 02109-3912

RE: Clean Harbors Andover, LLC Response to Request for Information, Pursuant to 104(e)
Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), 42 U.S.C. §9604(e)

Dear Ms. Casey:

Kindly find enclosed Clean Harbors Andover, LLC's response and DVD containing documents in response to your August 27, 2015 request regarding EPA's investigation in and around the property at 302 Canal Street, Lawrence, Massachusetts.

Please contact me if you have any questions or need further information.

Thank you,

A handwritten signature in blue ink, appearing to read "Jennifer Buyak", is written over the printed name and title.

Jennifer Buyak
Attorney

Clean Harbors
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Norwell, MA 02061-9149
(o) 781-792-5172
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Enclosures

Response to USEPA Request for Information, Pursuant to 104(e) Comprehensive Environmental Response, Compensation and Liability Act (CERCLA), 42 U.S.C. § 9604(e)

The following is Clean Harbors Andover, LLC. ("Clean Harbors") response to your Information Request dated August 27, 2015. The response is formatted with EPA's question in bold face italic print, followed by Clean Harbor's response. Please refer to attachments where indicated.

This Response is based on a good faith effort by Clean Harbors, and is based on information that is currently available to Clean Harbors. In providing this Response, Clean Harbors is not waiving any attorney client privilege or other applicable privilege or protection. Clean Harbors also reserves the right to amend or supplement this Response, should additional information become available to it. To the extent EPA may contend that a further response to this Request is necessary, Clean Harbors objects to the extent that any further response would require it to provide information that it is irrelevant or would be unduly burdensome to provide. Subject to and incorporating the foregoing in its response to each of the Requests, Clean Harbors responds as follows:

- 1) Please state whether Clean Harbors purchased the Property from Safety-Kleen (NE), Inc. on or before September 10, 2002.***

Clean Harbors Andover, LLC, purchased a portion of the 300 Canal Street, Lawrence, MA mill complex from Safety-Kleen (NE), Inc. as more particularly described in Exhibit A to the enclosed deed dated September 10, 2002.

- 2) Please provide a copy of the Acquisition Agreement by and between Safety-Kleen Services and Clean Harbors dated February 22, 2002 ("2002 Acquisition Agreement"). Include all schedules that pertain to the sale of Property from Safety-Kleen to Clean Harbors as set forth in Section 1.1 of the 2002 Acquisition including, but not limited to, Schedule 1.1(b)(vi)(A), Schedule 9.1 and to any other schedule, exhibit or attachment that relates to the purchase of the Property by Clean Harbors.***

Please refer to the enclosed copy of the Acquisition Agreement dated February 22, 2002 by and between Safety-Kleen Services, Inc. and Clean Harbors, Inc. as well as Schedule 1.1(b)(vi)(A), and Schedule 9.1.

- 3) With regard to the purchase of the Property by Clean Harbors, please describe the environmental liabilities assumed by Clean Harbors relative to the Property when it entered into the 2002 Acquisition Agreement including, but not limited to, the environmental liabilities assumed by Clean Harbors pursuant to Section 1.3 of the 2002 Acquisition Agreement.***

Please refer to the enclosed copy of Section 1.3 of the Acquisition Agreement which speaks for itself on the liabilities assumed by Clean Harbors. Upon closing of the acquisition, Clean Harbors assumed liabilities for Superfund sites where the prior owners had allegedly shipped waste from the Property.

- 4) ***Please provide a copy of the Sale Order dated June 18, 2002, and issued by the Bankruptcy Court for the District of Delaware. Include all schedules, exhibits or attachments that relate to the purchase of the Property by Clean Harbors.***

Please refer to the enclosed copy of the June 18, 2002 Sale Order including Schedule A.

- 5) ***Please describe the environmental liabilities assumed by Clean Harbors relative to the Property when Clean Harbors purchased the Property pursuant to the Sale Order dated June 18, 2002, and issued by the Bankruptcy Court for the District of Delaware including but not limited to, the environmental liabilities assumed by Clean Harbors pursuant to Paragraphs O and P of the Sale Order.***

The environmental liabilities assumed by Clean Harbors relative to the Property when Clean Harbors purchased the Property pursuant to the Sale Order dated June 18, 2002, and issued by the Bankruptcy Court for the District of Delaware including but not limited to, the environmental liabilities assumed by Clean Harbors pursuant to Paragraphs O and P of the Sale Order are the same as those identified in response to Question 3 above.

- 6) ***Please provide a copy of the Assumption Agreement by and between Safety-Kleen Services, Safety-Kleen Services' Selling Subsidiaries as listed on Schedule 9.1 of the 2002 Acquisition Agreement and Clean Harbors dated September 10, 2002 ("2002 Assumption Agreement"). Describe whether any provisions(s) in the 2002 Assumption Agreement changed the environmental liabilities assumed by Clean Harbors as established in the 2002 Acquisition Agreement and in the Sale Order as those documents relate to the purchase by Clean Harbors of the Property.***

Please refer to the enclosed Assumption Agreement dated September 10, 2002.

- 7) ***In the Form 10-K Annual Report to the Securities and Exchange Commission ("SEC") for the year ending December 31, 2002 ("Clean Harbors 2002 DEC Form 10-K Annual Report"), Clean Harbors stated that,***

"in connection with [Clean Harbors'] acquisition of the CSD assets, [Clean Harbors] performed extensive due diligence, including hiring third party engineers and attorneys to estimate accurately the aggregate liability for environmental liabilities to which [Clean Harbors] became subject as a result of the acquisition." (Clean Harbors 2002 SEC Form 10-K Annual Report, pg. 109).

Please provide any and all notes created in the process of conducting the aforementioned due diligence, and any and all documents and/or reports prepared for the purpose of conducting due diligence for the purchase of the Property as they relate to know or suspected presence of hazardous waste/constituents at or from the Property. Include results of any and all laboratory analyses for soil, groundwater, indoor air, soil gas, surface water and/or sediment sampling collected on or from the Property, the adjacent properties, and adjacent water bodies. Include existing summary tables, field logs/notes, and complete laboratory reports.

Objection, this request is overly broad and unduly burdensome, without waiving any objection or privilege, please refer to the enclosed Weston Non-Landfill Facility Draft Report ("Weston Draft Report") dated April 21, 2002 and Weston Non-Landfill Facility Report ("Weston Report") date April 30, 2002. The Weston Draft Report identified a potential liability and posted an environmental reserve with respect to an impending fine related to financial assurance funding for closure of the site. The potential liability was not carried over to the sale of the Property, see the Weston Report. To the best of Clean Harbors knowledge no soil or groundwater samples were collected as part of its due diligence efforts.

8) Please provide any and all maps or figures showing the locations of the above samples collected and/or direction of groundwater flow.

To the best of Clean Harbors knowledge no soil or groundwater samples were collected as part of its due diligence efforts. A diligent search of Clean Harbors records was conducted and no records responsive to this request were found.

9) Please provide any work plans and/or quality assurance project plans used in the selection and/or conduct of the above sampling and analyses activities. This information is necessary to determine the methodologies and quality control procedures used throughout the sample collection and analyses process.

To the best of Clean Harbors knowledge no soil or groundwater samples were collected as part of its due diligence efforts. A diligent search of Clean Harbors records was conducted and no records responsive to this request were found.

10) Please provide any notes related to the discussion of, or any agreements, written or implied, related to the liability assigned to you or retained by the previous owners(s) of the Property for any known or suspected presence of hazardous waste/constituents at the Property and adjacent properties.

Objection, this request is overly broad and unduly burdensome, without waiving any objection, please refer to the enclosed February 22, 2002 Acquisition Agreement, to the best of our knowledge there was no known or suspected presence of hazardous waste/constituents at the Property at the time of the acquisition.

11) Please provide any and all information related to known or suspected releases of hazardous waste/constituents at or from the Property.

Clean Harbors had no knowledge of releases of hazardous waste/constituents from or at the Property at the time of the acquisition. Permits for operation of facilities located at the Property were non-transferrable pursuant to Massachusetts Regulations, therefore, Clean Harbors was not in control of the operations located at the Property.

12) Please provide copies of any draft and/or final Part B license applications submitted by Clean Harbors to MassDEP for the Canal Street Lawrence Facility.

To the best of Clean Harbors knowledge, permits were not transferrable per the MassDEP, therefore no Part B license applications were submitted for the Property. Please refer to the enclosed letter to the MassDEP from Safety-Kleen dated September 6, 2002, regarding surrendering its Part B license #32B/86.

13) Please submit a complete copy of the Closure Report Appendices. The copy submitted to EPA on August 15, 2008, was incomplete. For example, the Closure Plan contained in Appendix 7 refers to G-I and G-II which were not included. IN addition, the Sampling Plan included in Appendix 8 is missing Appendices A-D. Please submit the entire copy including all appendices and attachments.

Please refer to the enclosed copy of the Closure Report including applicable Appendices and Appendix. Note that the enclosed Closure Plan did not contain a Certificate of Insurance, which are annually updated. Appendix G-I Certificate of Insurance is the most accurate copy based upon a search of our records.

DECLARATION

I declare under penalty of perjury that I am

the Sr. Vice President of Clean Harbors Environmental Services, Inc.

[Title]

[Name of Company]

that I am authorized to respond on behalf

Clean Harbors Andover, LLC and that the foregoing is a complete, true and accurate
[Name of Company]

response.

Executed on November 2, 2015
[Date]

William F. Connors
[Signature]

William F. Connors
[Type Name and Title]
Sr. Vice President